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Attorneys for Creditor
FINANCIAL GUARANTY INSURANCE COMPANY

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

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)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, et al.,)	Chapter 11
)	
Debtors.)	Jointly Administered
)	
)	
-----	x	

FINANCIAL GUARANTY INSURANCE COMPANY'S PRETRIAL SUBMISSIONS

TO THE HONORABLE MARTIN GLENN
UNITED STATES BANKRUPTCY JUDGE:

In connection with the hearing on the above-captioned debtors' (the "Debtors") Rule 9019 motion (as supplemented, the "9019 Motion") [Docket. Nos. 320, 1176, 1887] for approval of the proposed RMBS Trust Settlement Agreements, and pursuant to the Federal Rules of Civil Procedure, made applicable by the Bankruptcy Code and the Court's Scheduling Order [Docket No. 3306], Financial Guaranty Insurance Company ("FGIC"), a creditor of the Debtors with claims in excess of \$1.8 billion, an objector to the 9019 Motion, and a member of the Official Committee of Unsecured Creditors (the "Committee"), hereby files these Pretrial Submissions disclosing FGIC's (1) exhibit list, attached hereto as Exhibit A (the "FGIC Exhibit List"); (2) list of adverse witnesses, via incorporation by reference of the adverse witness lists filed by the Committee and MBIA Insurance Corporation ("MBIA"); and (3) designation of deposition testimony, via incorporation by reference of the deposition testimony designated by the Committee.

I. Identification of Exhibits

The exhibits listed in the FGIC Exhibit List are among those that FGIC may seek to admit into evidence at trial. In addition, FGIC incorporates by reference and reserves all rights to introduce, rely upon and otherwise utilize the exhibits identified in the exhibit lists submitted by the Committee and MBIA in connection with the 9019 Motion. FGIC reserves the right to supplement or modify the FGIC Exhibit List based on circumstances that may develop prior to the commencement of trial or in light of any information submitted by the Debtors or any other party as part of its pretrial filings or otherwise. FGIC further reserves the right to introduce any exhibit identified on the Debtors' and other parties' exhibit lists and to add or remove exhibits from the FGIC Exhibit List based on the Court's ruling on any pretrial motion.

II. Identification of Adverse Witnesses

FGIC incorporates by reference the adverse witness lists filed by the Committee and MBIA in connection with the 9019 Motion. The witnesses identified in those witness lists are those from whom FGIC may seek testimony at the hearing on the 9019 Motion. FGIC reserves the right to call live, by video, or by deposition any witness on these lists or any lists of the Debtors' or other parties' witnesses (including expert witnesses). FGIC further reserves the right to incorporate and rely on any supplemental or modified adverse witness lists submitted by any party in interest in connection with any changed circumstances that may develop prior to the commencement of trial.

III. Designation of Deposition Testimony

FGIC incorporates by reference the designations of deposition testimony filed by the Committee in connection with the 9019 Motion. FGIC recognizes that the deposition testimony submitted by the Committee is designated without prejudice to amending or supplementing the disclosure if necessary. FGIC reserves the right to use any deposition testimony, whether designated by the Committee or not, for purposes of cross-examination or rebuttal. FGIC further reserves the right to designate additional deposition testimony or call any witness for live testimony in response to any of the Debtors' or other parties' designations or for any other reason. FGIC also reserves the right to use any of the Debtors' or other parties' deposition designations for any purpose. FGIC recognizes that the Committee has designated some testimony that is the subject of, or related to, certain pending motions *in limine*. FGIC joins in the Committee's declaration that any and all such designations are not concessions that the testimony should be admissible and notes that the Committee has reserved the right to add or remove designations related to motions *in limine*, depending on the disposition of those motions.

FGIC recognizes that the Committee's designations include all exhibits that are referenced in the specified pages and lines, whether or not such exhibits are separately identified.

Nothing contained in these Pretrial Submissions shall in any way be deemed a waiver of FGIC's right to object to the admissibility of any testimony, document or other evidence at trial, or in any way preclude or otherwise limit any evidence at trial, under the Court's ruling in *In re Residential Capital, LLC*, No. 12-12020, 2013 WL 1497203 (Bankr. S.D.N.Y. April 12, 2013) [Docket. No. 3434].

Dated: May 15, 2013

/s/ Richard L. Wynne
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Attorneys for Creditor
Financial Guaranty Insurance Company

Exhibit A

FGIC's Exhibit List

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FGIC Hr'g Ex. #	Document Description	Bates Number(s)	Dep Ex. #	FGIC Obj. A. #
F. 1	Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of the RMBS Trust Settlement Agreements, filed June 11, 2012 (Docket No. 320)			
F. 2	RMBS Trust Settlement Agreement, dated May 13, 2012			
F. 3	Debtors' Supplemental Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of the RMBS Trust Settlement Agreements, filed August 15, 2012 (Docket No. 1176)			
F. 4	Amended and Restated RMBS Trust Settlement Agreement, dated August 15, 2012			
F. 5	Debtors' Second Supplemental Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of the RMBS Trust Settlement Agreements, filed October 19, 2012 (Docket No. 1887)			
F. 6	Third Amended and Restated RMBS Trust Settlement Agreement, dated September 21, 2012			
F. 7	Debtors' Reply Brief re Non-Iridium Issues in Support of Motion for Approval of RMBS Settlement Agreements, filed February 1, 2013 (Docket No. 2804)			
F. 8	The Steering Committee Investors' Reply to the Objections of Assured Guaranty and the Junior Secured Noteholders to the RMBS Trust Settlement Agreement, filed February 1, 2013 (Docket No. 2808)			
F. 9	Letter dated 10/17/11 from Gibbs & Bruns LLP to Ally Financial	RC-9019_00048950-53		9
F. 10	Email dated 10/19/11 from M. Carpenter to W. Solomon re: PLS Claimant	RC-9019_00084876		10
F. 11	Letter dated 10/21/11 from W. Solomon to K. Patrick	RC-9019_00048954	9019-121	11
F. 12	Letter, dated 10/25/11 from Gibbs & Bruns to Ally Financial	RC-9019_00048948		12
F. 13	Email dated 11/2/11 from T. Devine to J. Belisle re: Urgent Review: MAC Talk Points	RC-9019_00084074-79		13
F. 14	Email dated 12/5/11 from T. Devine to T. Hamzehpour re: Kathy Patrick	ALLY_0209271-72		14
F. 15	Email dated 12/19/11 from K. Patrick to T. Hamzehpour, et al. re: Letter from T. Devine	RC-9019_00057131-136		15
F. 16	Email dated 12/19/11 from L. Rosten to K. Patrick re: Letter from T. Devine	RC-9019_00058226-227		16
F. 17	Email dated 1/9/12 chain from T. Devine to K. Patrick, D. Sheeren cc: T. Hamzehpour, J. Ruckdaschel, D. Hagens, re: Confi and Tolling Agreement with attached Tolling Gibbs Bruns ResCap (5).docx; Confidentiality Agreement Gibbs Bruns Clients ResCap (3).docx	RC-9019_00089373-80	9019-73	17
F. 18	Email dated 1/13/12 from D. Sheeren to T. Devine re: Confi and Tolling Agreement	RC-9019_00058305-314		18
F. 19	Letter and minutes from ResCap Board of Directors	RC40020213; RC4001919	9019-98	19
F. 20	Email dated 2/20/12 from J. Mackey to M. Carpenter re: Call	ALLY_0142440-41		20
F. 21	Email dated 3/7/12 from T. Hamzehpour to T. Devine re: ResCap Discussions	RC-9019_00090060-61		21
F. 22	Email dated 3/7/12 from Talcott Franklin to T. Devine re: Call	TFPC_0000016-17		22

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FGIC Hr'g Ex. #	Document Description	Bates Number(s)	Dep Ex. #	FGIC Obj. A. #
F. 23	Email dated 5/13/12 from T. Devine to N. Ornstein re: Rule 408 Communication	ALLY_0144343-351		23
F. 24	Email dated 3/16/12 from T. Marano to T. Devine re: Confidential Attorney Client Privileged Work Product	ALLY_0226063-64		24
F. 25	Email dated 3/22/12 from G. Cavanaugh to T. Devine re: RFC	TFPC_0000088-91		25
F. 26	Email dated 3/27/12 from T. Marano to M. Carpenter, T. Devine, T. Hamzhepour cc: W. Solomon, J. Brown re: FW: IMPORTANT – Please read – Follow-up – 6 year statute of limitation on contracts with attachment	RC-9019_00092054-56	9019-56	26
F. 27	SEC Form 10-Q for Ally Financial Inc. for the quarterly period ended 3/31/12		9019-54	27
F. 28	Email dated 4/16/12 from J. Ruckdaschel to K. Patrick re: Data Template	RC-9019_00060789-90		28
F. 29	Email dated 4/17/12 from T. Devine to G. Lee re: K. Patrick follow-up	RC-9019_00061424-25		29
F. 30	ResCap Memorandum dated 5/9/12 from C. Quenneville to S. Abreu, J. Ilany, J. Mack, T. Marano, T. Smith, P. West, J. Whitlinger cc: T. Hamzhepour, M. Cohen re: Residential Capital, LLC Board of Directors Meeting with attached agenda	RC40020575-79	9019-95	30
F. 31	Email dated 4/16/12, from T. Devine to K. Patrick re: Confidentiality Agreement	ALLY_0159943-48	9019-136	31
F. 32	Email chain dated 4/27/12 from J. Mackey to D. DeBrunner, T. Marano, J. Whitlinger, S. Abreu, C. Weiss, T. Devine re: Rep and Warranties Range 1Q12.xlsx	ALLY_0226233-34	9019-137	32
F. 33	Email dated 4/27/12 from T. Devine to W. Solomon re: Next Steps	RC-9019_00048970-71		33
F. 34	Email dated 5/1/12 from T. Devine to R. Cieri, R. Schrock, G. Lee, L. Rosten cc: T. Hamzhepour, J. Ruckdaschel, W. Thompson, L. Delehey, P. Zellmann, W. Solomon re: FW: Meeting with KP Steering Committee	RC-9019_00048984-999	9019-34	34
F. 35	ResCap Memorandum from C. Quenneville to J. Ilany, J. Mack, T. Smith, P. West cc: S. Abreu, T. Marano, J. Whitlinger, dated 4/30/12 re: Residential Capital, LLC Audit Committee Meeting with attached agenda and supporting materials	RC40022273-367	9019-55	35
F. 36	Email dated 5/3/12 from T. Devine to K. Patrick re: Bi-Weekly Call with Gibbs & Bruns	ALLY_0143695		36
F. 37	Email dated 5/4/12 from T. Devine to G. Lee and T. Hamzhepour re: Kathy Patrick	RC-9019_00049082	9019-83	37
F. 38	Email chain dated 5/6/12 from Mark Renzi to Timothy Devine and Jeff Cancelliere, cc: glee@mofo.com, William Nolan, and John Ruckdaschel, re: Help with waterfall before 8 pm if possible	RC-9019_00060878-79	9019-142	38
F. 39	Email dated 5/6/12 from T. Devine to J. Ruckdaschel re: Settlemnt argmt.kp	RC-9019_00060884		39

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FGIC Hr'g Ex. #	Document Description	Bates Number(s)	Dep Ex. #	FGIC Obj. A. #
F. 40	Email chain dated 5/7/12 from J. Cancelliere to, T. Devine, M. Renzi, G. Lee, T. Hamzehpour, W. Thompson, L. Delehey, J. Ruckdaschel cc: L. Nashelsky, W. Nolan re: KP	RC-9019_00049157-59	9019-41	40
F. 41	Email dated 5/7/12 from K. Patrick to G. Lee re: I'm on with client now. Free up at 9	RC-9019_00049153		41
F. 42	Email dated 5/8/12 from T. Devine to G. Lee, R. Cieri, J. Levitt, T. Hamzehpour, J. Ruckdaschel cc: R. Schrock, W. Solomon, W. Thompson, L. Delehey re: Talcott Franklin	RC-9019_00047906	9019-86	42
F. 43	Email chain dated 5/8/12 from D. Soto to J. Brown re: Cost Benefit Analysis	ALLY_0141967 - 68	9019-105	43
F. 44	Email chain dated 5/7/12 - 5/8/12 from Mark Renzi to Timothy Devine, Gary S. Lee, and Richard M. Cieri, cc: John Ruckdaschel, Jeff Cancelliere, et al, , re: Are you available	RC-9019_00049164-166	9019-144	44
F. 45	Email dated 5/8/12 from T. Devine to G. Lee re: Are you available	RC-9019_00049175-178		45
F. 46	Email dated 5/8/12 from J. Cancelliere to G. Lee re: Are you available	RC-9019_00060347-349		46
F. 47	Email chain dated 5/9/12 from Gary S. Lee to Timothy Devine, Tammy Hamzehpour, et al, cc: Gary S. Lee re: Talcott Franklin	RC-9019_00049197	9019-148	47
F. 48	ResCap Memorandum dated 5/9/12 from C. Quenneville to S. Abreu, J. Ilany, J. Mack, T. Marano, T. Smith, P. West, J. Whitlinger re: Residential Capital, LLC Board of Directors Meeting with attached agenda and supporting materials	RC-9019_00054001-005	9019-04	48
F. 49	Email dated 5/9/12 from G. Lee to J. Mack, J. Ilany, P. West, S. Abreu, T. Smith, T. Whitlinger, T. Marano cc: T. Hamzehpour, N. Evans, J. Tanenbaum, L. Nashelsky, J. Moldovan, J. Levy, D. Lerner re: Meeting Notice - ResCap Board Meeting, May 9, 2012, 3:00 pm (ET) privileged and confidential attorney-client communication with attached meeting materials	RC-9019_00093180-183	9019-60	49
F. 50	Minutes of a Special Meeting of the Board of Residential Capital, LLC ("ResCap") held by teleconference on due notice on May 9, 2012, at 3:00 p.m.	RC-9019_00054006-007	9019-61	50
F. 51	Email dated 5/9/12 from T. Devine to T. Hamzehpour, J. Ruckdaschel, R. Cieri, G. Lee, R. Schrock, J. Levitt, J. Cancelliere, W. Thompson, L. Delehey, M. Renzi re: Talcott Franklin	RC-9019_00047942	9019-87	51
F. 52	Email dated 5/9/12 from J. Cancelliere to T. Devine re: Defect rate	RC-9019_00060360	9019-117	52
F. 53	Email dated 5/9/12 from Timothy Devine to Gary S. Lee, cc: Richard M. Cieri and Ray C. Schrock re: KP	RC-9019_00049196	9019-147	53
F. 54	Email dated 5/9/12 from K. Patrick to G. Lee re: Update	RC-9019_00049218		54
F. 55	Email dated 5/9/12 from K. Patrick to G. Lee re: RMBS Stipulated Claim	RC-9019_00049221		55
F. 56	Email chain dated 5/9/12 - 5/10/12 from Kathy D. Patrick to Timothy Devine re: Settlement	ALLY_0143982	9019-150	56

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FGIC Hr'g Ex. #	Document Description	Bates Number(s)	Dep Ex. #	FGIC Obj. A. #
F. 57	Email chain dated 5/9/12 to 5/10/12 from Jamie A. Levitt to Timothy Devine, Gary S. Lee, et al, cc: William B. Solomon re: RMBS Stipulated Claim	RC-9019_00049486-491	9019-151	57
F. 58	Email dated 5/10/12 from N. Ornstein to G. Lee re: Kathy Patrick PSA and Settlement Agreement	RC-9019_00050246-248		58
F. 59	Email chain dated 5/10/12 - 5/11/12 from Jamie A. Levitt to Timothy Devine re: turning drafts	RC-9019_00050306	9019-153	59
F. 60	Email dated 5/11/12 from N. Ornstein to R. Martin re: One Concept for PSA Not Captured Yet	ALLY_0182657-658		60
F. 61	Email chain dated 5/12/12 from Timothy Devine to Gary S. Lee, Jamie A. Levitt, et al re: Has Talcott Franklin signed on without reservation to support the Plan, including broad third party release of all claims against Ally etc including security claims?	RC-9019_00050455-456	9019-154	61
F. 62	Email dated 10/26/11 from W. Solomon to M. Carpenter re: PLS Claimant	ALLY_PEO_0042786-787	9019-51	62
F. 63	Email chain from Kathy D. Patrick to Jamie A. Levitt and Scott A. Humphries, dated 5/13/12, re: Settlement documents	RC-9019_00055572-578	9019-158	63
F. 64	Email chain from Jamie A. Levitt to Noah Ornstein and Anthony Princi, dated 5/13/12, re: Settlement documents	RC-9019_00055615-618	9019-159	64
F. 65	Email dated 5/13/12 from J. Levitt to N. Ornstein re: KP Settlement	RC-9019_00048597-612		65
F. 66	Email dated 5/13/12 from T. Devine to J. Levitt re: Great News and Very Important Note	RC-9019_00050824-825		66 & 73
F. 67	Email dated 5/13/12 from A. Princi to T. Devine re: Settlement Documents	RC-9019_00051061-062		67
F. 68	Email dated 5/13/12 from G. Lee to N. Ornstein re: Settlement Documents	RC-9019_00055348-349		68
F. 69	Email dated 5/13/12 from R. Cieri to T. Devine re: Settlement Documents	RC-9019_00061255-258		69
F. 70	Letter, dated 11/4/12 from Morrison & Foerster to Judge Glenn			70
F. 71	Email dated 12/15/11 from T. Devine to T. Hamzhepour re: Confi and Tolling Agreement	ALLY_PEO_0042503	9019-124	71
F. 72	Email dated 4/23/12 from T. Hamzhepour to T. Devine re: Prep for KP	RC-9019_00061443	9019-79	72
F. 73	Hearing Transcript, June 25, 2013, Intial Case Conf. (Docket. No. 504)			
F. 74	Hearing Transcript (Excerpts), Oct. 10, 2012, Omnibus Hr. (Docket No. 1800)			74
F. 75	Hearing Transcript, Mar. 1, 2013, Status Conf. (Docket. No. 3119)			
F. 76	Oral Argument Transcript at 65-66, Sept. 21, 2011, <i>The Bank of N.Y. Mellon v. Walnut Place LLC</i> , 819 F.Supp.2d 354 (S.D.N.Y. 2011) (No. 11 Civ. 5988 WHP)			
F. 77	Email dated 4/18/12 from G. Lee to L. Rosten, J. Cancelliere, T. Hamzhepour cc: T. Devine re: Prep for Kathy Patrick Meeting	RC-9019_00060240	9019-14	77
F. 78	Email dated 4/30/12 from M. Renzi to T. Devine, J. Levitt and G. Lee cc: W. Nolan, L. Park, F. Szymik and M. Renzi re: RE: Bounce - Discussion Materials (04-25-12)_Distribution File.pptx with attached Bounce - Discussion Materials (04-25-12)_Distribution File vl.pdf	RC-9019_00047830-841	9019-19	78

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FGIC Hr'g Ex. #	Document Description	Bates Number(s)	Dep Ex. #	FGIC Obj. A. #
F. 79	Email chain dated 4/27/12 from T. Devine to W. Solomon, T. Hamzehpour, G. Lee, R. Cieri, R. Schrock, J. Ruckdaschel re: next steps	RC-9019_00048974-975	9019-44	79
F. 80	Email dated 10/19/11 from W. Solomon to M. Carpenter, B. Yastine, T. Marano, T. Hamzehpour, J. Brown, J. Mackey, C. Pinkston re: PLS Claimant	ALLY_0212895-899	9019-48	80
F. 81	RMBS Trust Settlement Agreement dated 5/13/12	II_RESCAP00000186-209	9019-58	81
F. 82	Email dated 6/8/2012 from Patrick M. Bryan to Jamie A. Levitt, Daniel T. Donovan, and Noah Ornstein, cc'ing others, re: Final Drafts of 9019 motion with declarations	RC-9019_00053182-224	9019 Expert-14	82
F. 83	Email chain dated 5/7/12 - 5/8/12 from Timothy Devine to Gary S. Lee and Richard M. Cieri re: Are you available	RC-9019_00049179-182	9019-146	83
F. 84	Email dated 3/16/12 from W. Solomon to T. Marano re: Attorney Client Work Product	ALLY_0226065	9019-64	84
F. 85	Hearing Transcript (Excerpts) from Sept. 19, 2012			85
F. 86	Amended Complaint filed in Financial Guaranty Insurance Company v. GMAC Mortgage, LLC, et al, Case No. 11-cv-9729 (S.D.N.Y.), filed March 30, 2012, 2006-HE1 Complaint			
F. 87	Complaint filed in Financial Guaranty Insurance Company v. GMAC Mortgage, LLC, et al, Case No. 12-cv-0780 (S.D.N.Y.), filed January 31, 2013, 2005-HE1 Complaint			
F. 88	Complaint filed in Financial Guaranty Insurance Company v. GMAC Mortgage, LLC, et al, Case No. 12-cv-1658 (S.D.N.Y.), filed March 6, 2012, 2006-HE3 Complaint			
F. 89	Complaint filed in Financial Guaranty Insurance Company v. GMAC Mortgage, LLC, et al, Case No. 12-cv-1818 (S.D.N.Y.), filed March 12, 2012, 2006 and 2007-HE2 Complaint			
F. 90	Complaint filed in Financial Guaranty Insurance Company v. Residential Funding Company, LLC, et al, Case No. 11-cv-9736 (S.D.N.Y.), filed November 29, 2011, 2005-HS1 and HS2 Complaint			
F. 91	Complaint filed in Financial Guaranty Insurance Company v. Residential Funding Company, LLC, et al, Case No. 11-cv-9737 (S.D.N.Y.), filed November 29, 2011, 2005-RS9 Complaint			
F. 92	Complaint filed in Financial Guaranty Insurance Company v. Residential Funding Company, LLC, et al, Case No. 12-cv-0338 (S.D.N.Y.), filed December 27, 2011, 2005-EFC7 Complaint			
F. 93	Complaint filed in Financial Guaranty Insurance Company v. Residential Funding Company, LLC, et al, Case No. 12-cv-0339 (S.D.N.Y.), filed December 27, 2011, 2005-NC1 Complaint			
F. 94	Complaint filed in Financial Guaranty Insurance Company v. Residential Funding Company, LLC, et al, Case No. 12-cv-0340 (S.D.N.Y.), filed December 27, 2011, HSA Transactions Complaint			
F. 95	Complaint filed in Financial Guaranty Insurance Company v. Residential Funding Company, LLC, et al, Case No. 12-cv-0341 (S.D.N.Y.), filed December 15, 2011, 2005-EMX5 Complaint.pdf			
F. 96	Complaint filed in Financial Guaranty Insurance Company v. Residential Funding Company, LLC, et al, Case No. 12-cv-1601 (S.D.N.Y.), filed March 5, 2012, 2007-EMX1 Complaint			
F. 97	Complaint filed in Financial Guaranty Insurance Company v. Residential Funding Company, LLC, et al, Case No. 12-cv-1860 (S.D.N.Y.), filed March 13, 2012, HI Transactions Complaint			

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FGIC Hr'g Ex. #	Document Description	Bates Number(s)	Dep Ex. #	FGIC Obj. A. #
F. 98	2005-EFC7-Assignment and Assumption Agreement			
F. 99	2005-EFC7-Custodial Agreement			
F. 100	2005-EFC7-Insurance and Indemnity Agreement			
F. 101	2005-EFC7-Pooling & Servicing Agreement			
F. 102	2005-EFC7-Prospectus Supplement			
F. 103	2005-EFC7-Surety Bond			
F. 104	2005-EMX5-Assignment and Assumption Agreement			
F. 105	2005-EMX5-I and I Agreement			
F. 106	2005-EMX5-Indemnification Agreement			
F. 107	2005-EMX5-Pooling and Servicing Agreement			
F. 108	2005-EMX5-Pro Supp			
F. 109	2005-EMX5-Surety Bond			
F. 110	2005-HE1-Appendix A to Indenture			
F. 111	2005-HE1-Assignment and Acceptance Agreement			
F. 112	2005-HE1-Custodial Agreement			
F. 113	2005-HE1-Indenture			
F. 114	2005-HE1-Insurance Agreement			
F. 115	2005-HE1-Insurance and Indemnity Agreement			
F. 116	2005-HE1-Mortgage Loan Purchase Agreement			
F. 117	2005-HE1-Prospectus Supplement			
F. 118	2005-HE1-Servicing Agreement			
F. 119	2005-HE1-Surety Bond			
F. 120	2005-HS1-Custodial Agreement			
F. 121	2005-HS1-Home Equity Loan Purchase Agreement			
F. 122	2005-HS1-Indemnification Agreement			
F. 123	2005-HS1-Indenture			
F. 124	2005-HS1-Insurance and Indemnity Agreement			
F. 125	2005-HS1-Prospectus Supplement			
F. 126	2005-HS1-Servicing Agreement			
F. 127	2005-HS1-Surety Bond			
F. 128	2005-HS2-Home Equity Loan Purchase Agreement			
F. 129	2005-HS2-I and I Agreement			
F. 130	2005-HS2-Indenture			
F. 131	2005-HS2-Prospectus Supplement			
F. 132	2005-HS2-Servicing Agreement			
F. 133	2005-HS2-Surety Bond(2)			
F. 134	2005-HS2-Surety Bond			

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FGIC Hr'g Ex. #	Document Description	Bates Number(s)	Dep Ex. #	FGIC Obj. A. #
F. 135	2005-HSA1-Custodial Agreement			
F. 136	2005-HSA1-Home Equity Loan Purchase Agreement			
F. 137	2005-HSA1-Indenture			
F. 138	2005-HSA1-Insurance and Indemnity Agreement			
F. 139	2005-HSA1-Prospectus Supplement			
F. 140	2005-HSA1-Servicing Agreement			
F. 141	2005-HSA1-Surety Bond(2)			
F. 142	2005-HSA1-Surety Bond			
F. 143	2005-NC1- Assignment & Assumption Agreement			
F. 144	2005-NC1-Custodial Agreement			
F. 145	2005-NC1-Prospectus Supplement			
F. 146	2005-NC1-Financial Guaranty Insurance Policy w- Endorsement			
F. 147	2005-NC1-Insurance & Indemnity Agreement			
F. 148	2005-NC1-Pooling & Servicing Agreement, w- attached Exhibits			
F. 149	2006-HE1-Prospectus Supplement			
F. 150	2005-NC1-Prospectus Supplement			
F. 151	2005-RS9-Assignment and Assumption Agreement			
F. 152	2005-RS9-Certificate Guaranty Insurance			
F. 153	2005-RS9-Custodial Agreement			
F. 154	2005-RS9-Insurance and Indemnity Agreement			
F. 155	2005-RS9-Pooling and Servicing Agreement			
F. 156	2005-RS9-Prospectus Supplement			
F. 157	2006-HE1-Custodial Agreement			
F. 158	2006-HE1-Insurance & Indemnity Agreement			
F. 159	2006-HE1-Mortgage Loan Purchase Agreement			
F. 160	2006-HE1-Note Guarantee Insurance Policy			
F. 161	2006-HE1-Servicing Agreement			
F. 162	2006-HE1-Trust Agreement			
F. 163	2006-HE2-Appendix to Indenture			
F. 164	2006-HE2-Custodial Agreement			
F. 165	2006-HE2-Financial Guaranty Insurance Policy			
F. 166	2006-HE2-Indenture			
F. 167	2006-HE2-Insurance and Indemnity Agreement			
F. 168	2006-HE2-Mortgage Loan Purchase Agreement			
F. 169	2006-HE2-Prospectus Supplement			
F. 170	2006-HE2-Servicing Agreement			
F. 171	2006-HE3-Appendix A to Indenture			

FGIC's Exhibit List

FGIC reserves all rights to rely upon and incorporates by reference any exhibit lists filed by any party.

FGIC Hr'g Ex. #	Document Description	Bates Number(s)	Dep Ex. #	FGIC Obj. A. #
F. 172	2006-HE3-Custodial Agreement			
F. 173	2006-HE3-Financial Guaranty Insurance Policy			
F. 174	2006-HE3-Indenture			
F. 175	2006-HE3-Mortgage Loan Purchase Agreement			
F. 176	2006-HE3-Prospectus Supplement			
F. 177	2006-HE3-Servicing Agreement			
F. 178	2006-HI2-Financial Guaranty Insurance Policy			
F. 179	2006-HI2-Home Loan Purchase Agreement			
F. 180	2006-HI2-Indemnification Agreement			
F. 181	2006-HI2-Indenture			
F. 182	2006-HI2-Insurance and Idemnity Agreement			
F. 183	2006-HI2-Prospectus Supplement			
F. 184	2006-HI2-Servicing Agreement			
F. 185	2006-HI3- Custodial Agreement			
F. 186	2006-HI3- Prospectus Supplement			
F. 187	2006-HI3- Financial Guaranty Insurance Policy			
F. 188	2006-HI3- Home Loan Purchase Agreement			
F. 189	2006-HI3- Indenture			
F. 190	2006-HI3- Servicing Agreement			
F. 191	2006-HI4- Home Loan Purchase Agreement			
F. 192	2006-HI4-Custodial Agreement			
F. 193	2006-HI4-Prospectus Supplement			
F. 194	2006-HI4-Financial Guaranty Insurance Policy			
F. 195	2006-HI4-Indenture			
F. 196	2006-HI4-Insurance and Indemnity Agreement			
F. 197	2006-HI4-Servicing Agreement			
F. 198	2006-HI5- I and I Agreement			
F. 199	2006-HI5-Custodial Agreement			
F. 200	2006-HI5-Financial Guaranty Insurance Policy			
F. 201	2006-HI5-Home Loan Purchase Agreement			
F. 202	2006-HI5-Indenture			
F. 203	2006-HI5-Prospectus Supplement			
F. 204	2006-HI5-Servicing Agreement			
F. 205	2006-HSA1-Assignment and Assumption Agreement			
F. 206	2006-HSA1-Custodial Agreement			
F. 207	2006-HSA1-Financial Guaranty Insurance Policy			
F. 208	2006-HSA1-Insurance and Indemnity Agreement			

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FGIC Hr'g Ex. #	Document Description	Bates Number(s)	Dep Ex. #	FGIC Obj. A. #
F. 209	2006-HSA1-Pooling and Servicing Agreement			
F. 210	2006-HSA1-Prospectus Supplement			
F. 211	2006-HSA2-Custodial Agreement			
F. 212	2006-HSA2-Financial Guaranty Insurance Policy(2)			
F. 213	2006-HSA2-Financial Guaranty Insurance Policy			
F. 214	2006-HSA2-Home Equity Loan Purchase Agreement			
F. 215	2006-HSA2-Indemnification Agreement			
F. 216	2006-HSA2-Indenture			
F. 217	2006-HSA2-Insurance and Indemnity Agreement			
F. 218	2006-HSA2-Prospectus Supplement			
F. 219	2006-HSA2-Servicing Agreement			
F. 220	2007-EMX1-Assignment & Assumption Agreement			
F. 221	2007-EMX1-Custodial Agreement			
F. 222	2007-EMX1-Prospectus Supplement			
F. 223	2007-EMX1-Financial Guaranty Insurance Policy			
F. 224	2007-EMX1-Insurance & Indemnity Agreement			
F. 225	2007-EMX1-Pooling and Servicing Agreement			
F. 226	2007-HE2- Financial Guaranty Insurance Policy			
F. 227	2007-HE2- Prospectus Supplement			
F. 228	2007-HE2-Appendix A to the Indenture			
F. 229	2007-HE2-Custodial Agreement			
F. 230	2007-HE2-Indenture			
F. 231	2007-HE2-Insurance and Indemnity Agreement			
F. 232	2007-HE2-Mortgage Loan Purchase Agreement			
F. 233	2007-HE2-Servicing Agreement			
F. 234	2007-HI1-Custodial Agreement			
F. 235	2007-HI1-Prospectus Supplement			
F. 236	2007-HI1-Financial Guaranty Insurance Policy			
F. 237	2007-HI1-Home Loan Purchase Agreement			
F. 238	2007-HI1-Indenture			
F. 239	2007-HI1-Insurance and Indemnity Agreement			
F. 240	2007-HI1-Servicing Agreement			
F. 241	E-mail chain from G. Lee to K. Chopra, M. Renzi, W. Nolan cc J. Levitt, L. Nashelsky, F. Szymik and L. Park, dated April 24, 2012	RC-9019_00062398-400	9019-20	
F. 242	E-mail chain from Jamie A. Levitt to Timothy Devine, Gary S. Lee, et al, cc William B. Solomon, dated May 9, 2012 - May 10, 2012 re RMBS Stipulated Claim	RC-9019_00049486-491	9019-15	

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FGIC Hr'g Ex. #	Document Description	Bates Number(s)	Dep Ex. #	FGIC Obj. A. #
F. 243	E-mail chain from Talcott J. Franklin to Timothy Devine, dated May 13, 2012, re great news and very important note	ALLY_0144252-253	9019-155	
F. 244	Notice of telephonic meeting of the ResCap Audit Committee on May 1, 2012, to J. Ilany, J. Mack, T. Smith, P. West, cc S. Abreu, T. Marano, et al, dated April 27, 2012	RC40022273-367	9019-139	
F. 245	SEC Form 10-Q for Ally Financial Inc. for the quarterly period ended March 31, 2012		9019-38	